

ROBINSON COTTON MILLS
LIMITED
WOODBIDGE ONTARIO

Notice of Annual General Meeting of Shareholders

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of Robinson Cotton Mills Limited will be held at the Company's offices, 8094 Kipling Ave. (now at south end of mill), in the Village of Woodbridge, Ontario, on Monday, the 5th day of June, 1972, at the hour of 11 o'clock in the morning, Toronto time, for the following purposes:

- (a) To receive and, if deemed advisable, approve the Report of the Directors, the Financial Statements of the Company, as at December 31st, 1971, and the Auditors' Report thereon;
- (b) To elect Directors;
- (c) To appoint Auditors, and to authorize the Directors to fix their remuneration; and
- (d) To transact such other business as may properly come before the meeting, or any adjournment or adjournments thereof.

Dated the 12th day of May, 1972.

By order of the Board of Directors,
JOHN F. PERRETT,
Secretary.

NOTES:

- (1) Please sign exactly as your name appears on your share certificates. If the shareholder is a corporation its corporate seal should be affixed thereto.
- (2) The shares represented by this proxy instrument will be voted. This proxy confers authority for the above named to vote in his discretion with respect to amendments or variations to the matters identified in the notice of the meeting accompanying this proxy instrument or other matters which may properly come before the meeting.
- (3) EACH SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON TO REPRESENT HIM AT THE MEETING OTHER THAN THE PERSONS SPECIFIED ABOVE. Such right may be exercised by striking out the names of the three specified persons and by inserting in the space provided the name of the person to be appointed who need not be a shareholder of the Company.

ROBINSON COTTON MILLS LIMITED

Proxy Solicited by Management for Annual Meeting of Shareholders in 1972

The undersigned shareholder of Robinson Cotton Mills Limited hereby appoints W. W. Robinson, Chairman of the Board, or failing him, W. H. Robinson, President, or failing him, J. F. Perrett, Q.C., Secretary, OR as proxy, with power of substitution to attend and vote for the undersigned at the Annual Meeting of Shareholders of Robinson Cotton Mills Limited to be held at the company's offices, 8094 Kipling Ave., in the Village of Woodbridge, Ontario, on Monday the 5th day of June, 1972, at the hour of 11 o'clock in the morning, Toronto time, and at any adjournment or adjournments thereof:

1. For

or Against

Approval of the report of the directors, the financial statements of the Company as at December 31st, 1971, and the report of the auditors thereon;

2. For the election of directors;

3. For the appointment of auditors and to authorize the directors to fix the remuneration of the auditors;

4. On such business as may properly come before the meeting or any adjournment or adjournments thereof.

The undersigned hereby revokes any proxy previously given for the said Annual Meeting.

Dated this day of....., 1972.

.....
(Signature of Shareholder)

.....
(Address of Shareholder)

Number of Shares Held

ROBINSON COTTON MILLS
LIMITED*This is 1st time for one of these
with the annual
report*

INFORMATION CIRCULAR

SOLICITATION OF PROXIES AS OF THE 13th DAY OF MAY, 1968.

This Information Circular is furnished in connection with the solicitation by the management of Robinson Cotton Mills Limited (hereinafter called "the Company") of proxies to be used at the Annual Meeting of Shareholders of the Company to be held at the Company's offices, Eighth Avenue North, in the Village of Woodbridge, Ontario, on Monday the 10th day of June, 1968, at the hour of eleven o'clock in the morning, Toronto time, and at any adjournment or adjournments thereof. The cost of solicitation by the management will be borne by the company.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are officers of the Company and shall represent the management at the said Annual Meeting. A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON TO REPRESENT HIM AT THE MEETING MAY DO SO either by inserting such person's name in the blank space provided in the form of proxy and striking out the names of the three specified persons or by completing another proper form of proxy and in either case depositing the completed proxy with the Secretary of the meeting before any vote is cast under its authority. A shareholder exercising the enclosed proxy has the power to revoke it at any time before it is exercised.

VOTING OF PROXIES

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them. IN THE ABSENCE OF SUCH DIRECTION, SUCH SHARES WILL BE VOTED FOR THE APPROVAL OF THE REPORT OF THE DIRECTORS, THE FINANCIAL STATEMENTS OF THE COMPANY AS AT DECEMBER 31st, 1967, AND THE REPORT OF THE AUDITORS THEREON, AND FOR THE ELECTION OF DIRECTORS AS STATED BELOW IN THIS CIRCULAR AND FOR THE APPOINTMENT OF AUDITORS AND TO AUTHORIZE THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS AS STATED BELOW IN THIS CIRCULAR. At the time of printing this circular the management of the Company knows of no amendment, variation or other matters to come before the meeting other than the matters referred to in the notice of meeting.

ROBINSON COTTON MILLS LIMITED

INFORMATION CIRCULAR (Continued)

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

On the 13th day of May, 1968, the Company had outstanding 150,000 Common Shares with no par value, each carrying the right to one vote per share, so that the aggregate number of votes attached to all the outstanding voting shares is 150,000. The directors and senior officers of the Company do not know of any person or company beneficially owning, directly or indirectly, shares carrying more than 10% of the voting rights, attached to all shares of the Company except as follows:

<u>Name of Shareholder</u>	<u>Number of Shares</u>	<u>Percentage of Outstanding Equity Shares of the Company</u>
W. W. Robinson	124,355	82.90%

The right to vote is not limited to shareholders of record as of a specified record date prior to the meeting. Persons who are registered as shareholders at the time during which the meeting is held, are entitled to vote at the meeting in person or by proxies.

ELECTION OF DIRECTORS

The board consists of four directors to be elected annually. The persons named in the enclosed form of proxy intend to vote for the election of the nominees whose names are set forth below, all of whom, are now members of the board of directors. The management does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Each director elected will hold office until the next Annual Meeting and until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws.

The following table and the notes thereto state the names of all the persons proposed to be nominated for election as directors, all other positions and offices with the Company now held by them, their principal occupations or employments, their periods of service as directors of the Company, and the approximate number of common shares of the Company beneficially owned directly or indirectly by each of them, as of Monday the 13th day of May, 1968.

ROBINSON COTTON MILLS LIMITED

INFORMATION CIRCULAR (Continued)

Nominees for Election as Directors	Periods of Service as a Director	Number of Common Shares beneficially owned, as at 1968
W. W. ROBINSON, Chairman of the Board of the Company	✓ 1923-1968	124,355
W. H. ROBINSON, President and Managing Director of the Company	✓ 1944-1968	3,165
W. W. BURKART, Executive of B.F. Goodrich Rubber Co. Ltd. Kitchener, Ontario	✓ 1965-1968	20
FRED SLATER, Retired, formerly Sales Representative of the Company	✓ 1965-1968	823

REMUNERATION OF MANAGEMENT AND OTHERS

During the fiscal year ended December 31st, 1967, the aggregate direct remuneration paid by the Company to the directors and to the senior officers of the Company was \$50,000.00.

APPOINTMENT OF AUDITORS

The persons named in the enclosed form of proxy intend to vote for the re-appointment of Thorne, Gunn, Helliwell & Christenson, Chartered Accountants, Toronto, Ontario, as auditors of the Company, to hold office until the next annual meeting of shareholders, and to authorize the directors to fix the remuneration of the auditors, Thorne, Gunn, Helliwell & Christenson, who have been auditors of the Company for more than five years.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

By reason of a demand made the Canadian Imperial Bank of Commerce, W. W. Robinson, Chairman of the Board, one of the guarantors of a loan made by the said bank to the Company in 1964, has paid the loan of \$350,000.00 in full. Thus, the said W. W. Robinson has taken over the creditor's position of the said bank and the securities for the loan held by such bank. The loan carries interest at current bank rates.

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ROBINSON COTTON MILLS LIMITED

INFORMATION CIRCULAR

SOLICITATION OF PROXIES AS OF THE 12th DAY OF MAY, 1972

This Information Circular is furnished in connection with the solicitation by the management of Robinson Cotton Mills Limited (hereinafter called "the Company"), of proxies to be used at the Annual Meeting of Shareholders of the Company to be held at the Company's offices, 8094 Kipling Ave., in the Village of Woodbridge, Ontario, on Monday the 5th day of June, 1972, at the hour of 11 o'clock in the morning, Toronto time, and at any adjournment or adjournments thereof. The cost of solicitation by the management will be borne by the company.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are officers of the Company and shall represent the management at the said Annual Meeting. A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON TO REPRESENT HIM AT THE MEETING MAY DO SO either by inserting such person's name in the blank space provided in the form of proxy and striking out the names of the three specified persons or by completing another proper form of proxy and in either case depositing the completed proxy with the Secretary of the meeting before any vote is cast under its authority. A shareholder exercising the enclosed proxy has the power to revoke it any time before it is exercised.

VOTING OF PROXIES

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them. IN THE ABSENCE OF SUCH DIRECTION, SUCH SHARES WILL BE VOTED FOR THE APPROVAL OF THE REPORT OF THE DIRECTORS, THE FINANCIAL STATEMENTS OF THE COMPANY AS AT DECEMBER 31st, 1971, AND THE REPORT OF THE AUDITORS THEREON, AND FOR THE ELECTION OF DIRECTORS AS STATED BELOW IN THIS CIRCULAR AND FOR THE APPOINTMENT OF AUDITORS AND TO AUTHORIZE THE DIRECTORS TO FIX THE REMUNERATION OF THE AUDITORS AS STATED BELOW IN THIS CIRCULAR. At the time of printing this circular the management of the Company knows of no amendment, variation or other matters to come before the meeting other than the matters referred to in the notice of meeting.

ROBINSON COTTON MILLS LIMITED

INFORMATION CIRCULAR (Continued)

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

On the 12th day of May, 1972, the Company had outstanding 150,000 Common Shares with no par value, each carrying the right to one vote per share, so that the aggregate number of votes attached to all the outstanding voting shares is 150,000. The directors and senior officers of the Company do not know of any person or company beneficially owning, directly or indirectly, shares carrying more than 10% of the voting rights, attached to all shares of the Company except as follows:

<u>Name of Shareholder</u>	<u>Number of Shares</u>	<u>Percentage of Outstanding Equity Shares of the Company</u>
W. W. Robinson	124,355	82.90%

The right to vote is not limited to shareholders of record as of a specified Record date prior to the meeting. Persons who are registered as shareholders at the time during which the meeting is held, are entitled to vote at the meeting in person or by proxies.

ELECTION OF DIRECTORS

The board consists of four directors to be elected annually. The persons named in the enclosed form of proxy intend to vote for the election of the nominees whose names are set forth below. W. W. Robinson, W. H. Robinson, W. W. Burkart and R. G. Robinson. The management does not contemplate that any of the nominees will be unable to serve as a director, but, if that should occur for any reason prior to the meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee at their discretion. Each director elected will hold office until the next Annual Meeting and until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws.

The following table and the notes thereto state the names of all the persons proposed to be nominated for election as directors, all other positions and offices with the Company now held by them, their principal occupations or employments, their periods of service as directors of the Company, and the approximate number of common shares of the Company beneficially owned directly or indirectly by each of them as of Friday, the 12th day of May, 1972.

ROBINSON COTTON MILLS LIMITED

INFORMATION CIRCULAR (Continued)

Nominees for Election as Directors	Periods of Service as a Director	Number of Common Shares beneficially owned, as at 1969
W. W. Robinson, Chairman of the Board of the Company	1923-1972	124,355
W. H. ROBINSON, President and Managing Director of the Company	1944-1972	3,165
W. W. BURKART, Executive of B.F. Goodrich Rubber Co. Ltd. Kitchener, Ontario	1965-1972	20
R. G. ROBINSON, Plant Manager of Canada Bread Co. Ltd. Toronto, Ontario	1970-1972	100

REMUNERATION OF MANAGEMENT AND OTHERS

During the fiscal year ended December 31st, 1971, the direct remuneration paid by the Company to the directors and to the senior officers of the Company amounted to \$6,800.00.

APPOINTMENT OF AUDITORS

The persons named in the enclosed form of proxy intend to vote for the re-appointment of Thorne, Gunn, Helliwell & Christenson, Chartered Accountants, Toronto, Ontario, as auditors of the Company, to hold office until the next annual meeting of shareholders and to authorize the directors to fix the remuneration of the auditors, Thorne, Gunn, Helliwell & Christenson, who have been auditors of the Company for more than five years.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

During the fiscal year ended December 31, 1971, the indebtedness due by the Company to W. W. Robinson was reduced by \$85,000.00 so that as of such date the balance of principal outstanding was \$15,000.00. The loan carries interest at current bank rates.

